

**Exhibit A**

**UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF ILLINOIS (CHICAGO)  
EASTERN DIVISION**

In re:

TEC-AIR, INC.,

Debtor.

Chapter 11

Case No. 17-32273 (JSB)

**DECLARATION OF S. JASON TEELE IN SUPPORT OF THE  
DEBTOR'S APPLICATION FOR ENTRY OF AN ORDER AUTHORIZING  
THE EMPLOYMENT AND RETENTION OF CULLEN AND DYKMAN LLP AS  
COUNSEL TO THE DEBTOR EFFECTIVE AS OF THE PETITION DATE**

S. Jason Teele, pursuant to 28 U.S.C. § 1476, declares:

1. I am a partner with the law firm of Cullen and Dykman LLP ("Cullen and Dykman"), which maintains offices in various locations including One Riverfront Plaza, Newark, New Jersey 07102. I am an attorney duly admitted to practice law in the State of New Jersey.

2. I submit this Declaration in support of the application (the "Application")<sup>1</sup> of Tec-Air, Inc., the above-captioned debtor and debtor in possession (the "Debtor"), for entry of an order pursuant to sections 327(a), 328 and 1107 of title 11 of the United States Code (the "Bankruptcy Code") and Rule 2014 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") authorizing the employment and retention of Cullen and Dykman LLP as counsel to the Debtor effective as of the Petition Date, and to provide the disclosures required under Bankruptcy Rules 2014(a) and 2016(b).

---

<sup>1</sup> Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Application.

**SERVICES TO BE PROVIDED**

3. Cullen and Dykman possesses the requisite experience in the handling of bankruptcy and reorganization proceedings, as well as general corporate, litigation and other related matters necessary to represent the Debtor in this Chapter 11 Case.

4. The professional services the Debtor anticipates Cullen and Dykman will render include, but are not limited to:

- (a) providing the Debtor with advice and preparing all necessary documents regarding debt restructuring, bankruptcy and asset dispositions;
- (b) taking all necessary actions to protect and preserve the Debtor's estate during the pendency of the Chapter 11 Case, including the prosecution of actions by the Debtor, the defense of actions commenced against the Debtor, negotiations concerning litigation in which the Debtor may be involved and objecting to claims filed against the estate;
- (c) preparing on behalf of the Debtor, as a debtor-in-possession, all necessary motions, applications, answers, orders, reports and papers in connection with the administration of the Chapter 11 Case;
- (d) counseling the Debtor with regard to its rights and obligations as a debtor-in-possession;
- (e) appearing in Court to protect the interests of the Debtor; and
- (f) performing all other legal services for the Debtor which may be necessary and proper in this Chapter 11 Case.

**PROFESSIONAL COMPENSATION**

5. The Debtor retained Cullen and Dykman in August 2017 to provide restructuring advice. The Debtor tendered to Cullen and Dykman a retainer in the amount of \$45,000.00, which was fully applied against fees incurred by Cullen and Dykman prior to the commencement of the Chapter 11 Case.

6. Subject to this Court's approval and in accordance with sections 330 and 331 of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules of this Court,

and such other procedures as may be fixed by order of this Court, Cullen and Dykman will seek compensation on an hourly basis, plus reimbursement of the actual and necessary expenses that Cullen and Dykman incurs, in accordance with the ordinary and customary rates which are in effect on the date the services are rendered. Cullen and Dykman's current hourly rates are as follows:

Partners:	\$375.00 - \$750.00
Associates:	\$225.00 - \$385.00
Paralegals:	\$95.00 - \$175.00

7. The charges for the attorneys and paralegals who will render services to the Debtor are based upon actual time charges on an hourly basis and upon the experience and expertise of the attorney or paralegal involved. The hourly rates set forth above are subject to periodic adjustments to reflect economic and other conditions.

8. The fee structure proposed is intended to fairly compensate Cullen and Dykman for the work of its attorneys and paralegals and to cover fixed and routine overhead expenses. It is Cullen and Dykman's policy to charge its clients in all areas of practice for all expenses incurred in connection with the client's case. The expenses charged to clients include, among other things, telephone charges, mail and express mail charges, special or hand delivery charges, document processing, photocopying charges (at the lower of the rate of twelve cents (\$0.12) per page or actual cost), travel expenses, and computerized research and transcription costs. Cullen and Dykman believes that it is appropriate to charge these expenses to the clients incurring them, rather than to increase its hourly rates and thereby spread the expenses among all clients.

9. No agreement or understanding exists between myself, Cullen and Dykman, or any other person for any division or sharing of compensation that is prohibited by statute.

**DISINTERESTEDNESS OF PROFESSIONALS**

10. In connection with its proposed retention by the Debtor in the Chapter 11 Case, Cullen and Dykman took certain steps to determine whether it had any conflicts or other relationships that might cause it not to be disinterested or to hold or represent an interest adverse to the Debtors. Specifically, Cullen and Dykman obtained from the Debtor and/or its representatives the names of individuals and entities that may be parties in interest in the Chapter 11 Case (the “Parties in Interest”). A list of the Potential Parties in Interest is attached hereto as Schedule 1.

11. A review of Cullen and Dykman’s conflict database reveals that Cullen and Dykman has previously represented and/or currently represents the entities listed on Schedule 2 hereto (or their affiliates), in matters wholly unrelated to the Debtor or the Chapter 11 Case. Cullen and Dykman does not anticipate that any conflicts of interest will arise in the Chapter 11 Case with respect to the parties listed on Schedule 2.

12. Except as disclosed herein, insofar as I have been able to ascertain, neither I, Cullen and Dykman, nor any partner, counsel, or associate thereof, have any connection with the Debtor, its creditors, or any other parties in interest, their respective attorneys and accountants, Office of the United States Trustee for the Northern District of Illinois, any person employed in the Office of the United States Trustee for the Northern District of Illinois, or any Bankruptcy Judge currently serving on the United States Bankruptcy Court for the Northern District of Illinois.

13. Despite the efforts described above to identify and disclose Cullen and Dykman’s connections with the Debtor and various parties in interest in this case, as the Debtor has not yet completed its schedules of assets and liabilities and statement of financial affairs (collectively,

“Statements and Schedules”), Cullen and Dykman is unable to state with certainty that every client representation or other connection has been disclosed. Should Cullen and Dykman discover additional information that requires disclosure after the Debtor’s preparation of the Statements and Schedules, it will supplement these disclosures as appropriate.

14. Cullen and Dykman has in the past represented, currently represents, and may in the future represent entities that are claimants or interest-holders of the Debtor in matters wholly unrelated to the Debtor’s Chapter 11 Case. Cullen and Dykman, which employs approximately 150 attorneys, has a large and diversified legal practice that encompasses the representation of many individuals, financial institutions and commercial entities. Some of those entities are or may consider themselves to be creditors or parties in interest in the Debtor’s Chapter 11 Case or to otherwise have interests in these cases. If Cullen and Dykman has such clients, it would not represent those clients in any matter related to the Debtor.

15. Cullen and Dykman will continue to supplement these disclosures in the future as appropriate.

16. Cullen and Dykman will not represent any entity other than the Debtor in connection with the Chapter 11 Case.

17. To the best of my knowledge, after diligent inquiry, Cullen and Dykman is a “disinterested person” as that term is defined in section 101(14) of the Bankruptcy Code, as Cullen and Dykman, its partners, counsel and associates (a) are not creditors, equity security holders, or insiders of the Debtor; (b) are not and were not, within 2 years before the date of the filing of the Debtor’s chapter 11 petition, a director, officer, or employee of the Debtor; and (c) do not represent or hold an interest adverse to the interests of the Debtor’s estate with respect to the matters in which Cullen and Dykman is proposed to be employed.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Dated: November 8, 2017

/s/ S. Jason Teele  
S. Jason Teele

**Schedule 1**

**Tec-Air, Inc.  
Potential Parties in Interest**

**Debtor:**

Tec-Air, Inc.

**Officers/Directors/Members:**

Robert J. McMurtry  
Jennifer L. McMurtry

**Restructuring Professionals of the Debtor:**

Cullen and Dykman LLP  
Three Twenty-One Capital Partners, LLC

**Secured Lenders:**

The Leaders Bank  
Byline Bank, as successor by merger to Ridgestone Bank

**Counsel to Secured Lenders:**

Scott & Kraus, LLC  
Chuhak & Tecson, P.C.

**Stalking Horse Bidder:**

Chatterjee Management Company

**Counsel to Stalking Horse Bidder:**

Meltzer, Purtill & Stelle LLC

**Unsecured Creditors:**

A. Schulman, Inc.  
ABC Employment Holdings  
Able Paper & Janitorial Supply  
ACS Auxilliaries  
Adventist Hindsdale  
Adventist La Grange Hospital  
AEC, Inc.  
AFLAC



Akerman LLP  
Allied Benefit Systems, Inc.  
Altrust Precision Tooling Co.  
American Anesthesia  
American Health Holding  
Arburg, Inc.  
Arora MD  
Ashahi Kasei Plastics NA, Inc.  
Associated Radiologist  
Benchmark Fasteners, Inc.  
Best Messenger Service, Inc.  
Best Metal  
Best Transportation Service, Inc.  
Blades Machinery  
Calidad en Servicios Industriales  
Catching Fluidpower, Inc.  
CD&R Components Inc.  
Central Dupage Hospital  
Chase Plastic Services Inc.  
Chicago Metropolitan Fire Prev  
Chicago Office Products Co.  
Chicago Rehabilitation  
Cideas  
CLC Lubricants Co.  
CNA  
CNA Insurance  
Commercial Pallet, Inc.  
Community Care Net  
Community Hospital  
Community Hospitals of IL  
Conair/IPEG, Inc.  
COTG  
Crossmark Printing Inc.  
D & D Enterprises, Inc.  
Daiichi Jitsugyo (America) Inc.  
Dayton Freight  
Decatur Mold  
Delta Industries Inc.  
Diversified Engineering Services  
DME Company  
Don Ulrich  
Dynasty Mold Builders, Inc.  
Eagle Mat & Floor Products  
Edward Eckart  
Entec Polymers  
Euler Hermes Collections N. America

Express Services Inc.  
Fedex  
Fedex Freight, Inc.  
Fidelity Security Life Ins.  
First Call Quality  
First Call Temporary Services, Inc.  
FPM Heat Treating  
Franciscan Health  
Franciscan Health Munster  
Franciscan Healthcare Munster  
Franciscan Physicians  
Fre-Flo Distribution  
Global Equipment Co., Inc.  
GR Spring & Stamping Inc.  
Grainger  
Great Lakes Credit Union  
Great Lakes Welding Supply  
Guardian-Appleton  
H Alan Jones D.O., Inc.  
Hagerman & Company, Inc.  
Hines Industries  
Hinsdale Office CS  
IFM Efector, Inc.  
Illinois Retina Assoc.  
Imaging Associates  
Impact Technology Solutions  
Imprint Enterprises, Inc.  
Indiana Department of Revenue  
Industrial Thermo Products  
IQMS  
Janet Rivett  
Jarava MD  
Kirit Shah, MD  
Komatsu Forklift of Chicago  
Kopp Welding, Inc.  
Lanxess  
Lanxess Corporation  
LBC Owner LLC  
Liaison Technologies  
Little Co. of Mary Hospital  
Loyola University Medical Center  
M. Holland Company  
MacNeal Hospital  
Materials Engineering Inc.  
Matis Inc.  
Matsui

McMaster-Carr Supply Co.  
McShane's Business Products  
Meany Inc. Electrical Con.  
Melissa McKnight  
Methodist Hospital Inc.  
Metlife – Group Benefits  
Midwest Moving and Storage  
Midwest Pension & Profit  
Midwest Pension Fund  
MSC Industrial Supply  
Mt. Sinai Hospital Medical Center  
Munster High Booster Club  
National Lift Truck  
Neal Wolf & Associates  
Nexeo Solutions, Inc.  
Nexus Employment Solutions  
MIPSCO  
Nissan Trading Co  
Nissan Trading Corp., Americas  
Northstar Location Services LLC  
Northwest Indiana Pathology  
Northwestern Medical  
Northwestern Memorial Hospital  
O.R. Laser Technology, Inc.  
Office Team  
Omni Plastics  
On Time Messenger  
P.J. Spring Co., Inc.  
Packaging Corporation of America  
Packaging Logic  
Pain Control Associates  
Pathology Consultants  
Paychex  
PCS Company  
Pirtek  
Pitney Bowes Global Financial Serv.  
Pitney Bowes Purchase Power  
Plastic Profess Equipment, Inc.  
Plastics Color Corp. of IL  
Plastics Color Corp.  
Plastics Color Corp. of NC  
Priority Messenger Service  
Pro Auto  
Progressive Components  
Progressive Enterprises  
Purcell Commercial Cleaning

Quadrant Magnetics  
Quest Diagnostics  
Radici Plastics USA  
Reed Machinery & Transportation  
Richard Swin  
Ricky McGear  
Rikki Kay Swin  
Ron's Staffing Services, Inc.  
Rush University Medical Center  
S-2 International LLC  
Schmit Prototypes  
Schwab Paper Products  
SCSI Business Solutions, LLC  
SCSI LLC  
Sedgwick Claims Mgmt Services  
Selden Fox  
Sepro America, LLC  
Silver Cross Hospital  
Simple Laboratories  
Solvent Systems  
South Suburban Hospital  
Southwest Airlines  
Sreeram MD  
St. Jude Medical Clinic  
St. Vincent Hospital  
Stanley Spring  
Steiner Electric  
Sterling Staffing  
Stoner, Inc.  
Stratosphere Quality LLC  
Suburban Anesthesiologist  
Superior Petroleum Products, Inc.  
Supply Chain Services International  
Sure-Cut E.D.M. Inc.  
Surfacetex Corp.  
Telar  
Tennova Healthcare  
The Breast Care Center  
The Community Hospital  
The Materials Group, LLC  
The PIC Group, Inc.  
Timothy J. Morrison OD  
Toray Resin Company  
UESCO Industries, Inc.  
UIC Anesthesiology  
UIC Surgery

UL LLC  
Uline  
University of Illinois Hospital  
UPS  
UPS Freight  
UPS Logistics  
UPS Supply Chain Solutions  
Vac Motion Inc.  
Vactec LLC  
Vantec World Transport (USA)  
Vedder Price  
Veritiv Operating Company  
Village of Willow Springs  
Voelker Litigation Group  
Washington Penn Plastic Co.  
Welch Packaging Group  
Wells Fargo Equipment Finance  
Wells Fargo Financial Leasing  
Wilhelm Weber GmbH & Co. KG  
Wipeco  
Wittman Bottenfeld  
Wuertz Law Office LLC  
Yudo, Inc.  
Yushin America  
ZMX Transportation Services  
Zondor Creative

**Utilities:**

Northern Indiana Public Service Company  
Town of Munster, IN  
Waste Management  
Comcast Business  
AT&T Mobility  
Chicago Electric  
ComEd  
Groot Industries  
Hicksgas, LLC  
H-O-H Water Technology, Inc.  
Liberty Propane

**Contract/Lease Counterparties:**

Comcast Business  
Northern Indiana Public Service Company  
Indiana Economic Development Corporation

IQMS Manufacturing ERP  
Impact Technology Solutions  
H-O-H Water Technology, Inc.  
Waste Management of Indiana, L.L.C.  
Wells Fargo Equipment Finance  
Wells Fargo Financial Leasing  
Fletcher Jones Audi Chicago  
Munster Development LLC  
Prairie Square LLC

**United States Trustee for the Northern District of Illinois (and Key Staff Members):**

Adam Brief  
Kimberly Bacher  
Patricia Brasier  
Elizabeth Brusa  
Joanne W. Burne  
Denise Ann Delaurent  
Michelle M. Engel  
Sandra George-Booker  
Kathryn M. Gleason  
Julie Hearn  
Pamela Hillman  
Andrew Hunt  
Benita Jones  
Maria Kaplan  
Keith E. Manikowski  
Candice Manyak  
Laura Mccabe  
Rita Mierzwa  
Jeremiah Nelson  
Ha Nguyen  
Kathryn O'Kelly  
Patricia A. Parker  
M. Gretchen Silver  
Jeffrey Snell  
Roman L. Sukley  
Thomas Thornton  
Jennifer Toth  
Robert J. Wakefield  
Connie Jean Warner  
Stephen G. Wolfe  
Marie Yapan

**Bankruptcy Judges for the Northern District of Illinois**

Chief Judge Pamela S. Hollis

Judge Janet S. Baer

Judge Timothy A. Barnes

Judge Donald R. Cassling

Judge Jacqueline P. Cox

Judge Carol A. Doyle

Judge A. Benjamin Goldgar

Judge LaShonda A. Hunt

Judge Thomas M. Lynch

Judge Jack B. Schmetterer

Judge Deborah L. Thorne

**Schedule 2**

**Relationships with Potential Parties in Interest**

<b>Name of Entity Searched</b>	<b>Relationship to Debtor</b>	<b>Nature of Representation</b>
AT&T Mobility	Utility Provider	Cullen and Dykman has in the past, currently, and may in the future, represent AT&T Comm. of New York in matters wholly unrelated to the Debtor or this Chapter 11 Case.
Community Care Net	Unsecured Creditor	Cullen and Dykman has in the past, currently, and may in the future, represent an entity by the name of Community Care Physicians, P.C. in matters wholly unrelated to the Debtor or this Chapter 11 Case. It is unclear whether Community Care Physicians, P.C. is related to Community Care Net.
MSC Industrial Supply	Unsecured Creditor	Cullen and Dykman has in the past, currently, and may in the future, represent MSC Industrial Supply a/k/a MSC Industrial Tool Co. Inc. in matters wholly unrelated to the Debtor or this Chapter 11 Case.
Wells Fargo Equipment Finance	Unsecured Creditor and Contract/Lease Counterparty	Cullen and Dykman has in the past, currently, and may in the future, represent Wells Fargo Bank, NA in matters wholly unrelated to the Debtor or this Chapter 11 Case.
Wells Fargo Financial Leasing	Unsecured Creditor and Contract/Lease Counterparty	Cullen and Dykman has in the past, currently, and may in the future, represent Wells Fargo Bank, NA in matters wholly unrelated to the Debtor or this Chapter 11 Case.